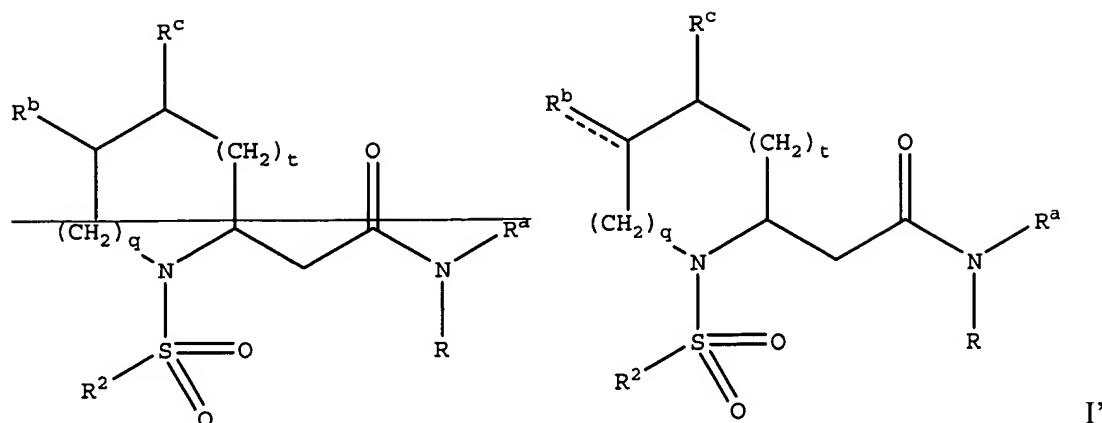


Listing of the Claims

1. (Currently Amended) A compound of Formula I'



wherein q is 0-3;

wherein t is 0-2, provided that when t is 2, q is not 3;

wherein R is a 9-11 membered fused bicyclic carbocyclic or heterocyclic ring substituted with one to three basic moieties, and optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, and

(C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

wherein R⁸ and R^{8'} independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

wherein R² is selected from arylalkenyl, aryl, and heterocyclyl selected from thienyl, imidazolyl and benzofused heteroaryl, wherein R² is optionally substituted with one to five groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, oxo, (C₁-

C₆alkoxy, haloalkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, and

(C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

wherein R^a is independently selected from H and C₁₋₄-alkyl, and

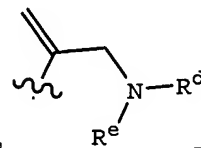
aryl optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

wherein each R^b is independently selected from H, ~~oxo~~, hydroxy, benzyloxy and C₁₋₂-alkyl, or oxo when ----- is a bond;

wherein R^c is independently selected from H and C₁₋₂-alkyl; or

wherein R^b and R^c together with the carbon atoms to which they are attached form a 6-membered aryl or heteroaryl ring optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, and (C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

wherein the one to three basic moieties on R are independently selected from



cycloalkylamino(C₁-C₆)alkyl, cycloalkyl(C₁-C₆)alkylamino(C₁-C₆)alkyl, heteroarylamino(C₁-C₆)alkyl, heteroaryl(C₁-C₆)alkylamino(C₁-C₆)alkyl, arylamino(C₁-C₆)alkyl, alkoxyalkylaminoalkyl, hydroxyalkylaminoalkyl, alkenylalkylaminoalkyl, aminocarbonylalkylamino-alkyl, carboxyalkylaminoalkyl, aryl(C₁-C₆)alkylamino(C₁-C₆)alkyl, C₁₋₆-alkylamino-C₁₋₆-alkoxy, haloalkylaminoalkyl, amino(C₁-C₆)alkyl, (C₁-

C₆alkylamino(C₁-C₆)alkyl, 5-8 membered nitrogen-containing heterocyclyl, 5-7 membered nitrogen-containing heterocyclyl-alkylaminoalkyl and 5-7 membered heterocyclyl-alkyl; and wherein each of said basic substituents is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, and

(C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

and pharmaceutically acceptable derivatives thereof;

provided that the one to three basic moiety moieties on R is not 2-oxo-piperaziny-4-ylmethyl;

further provided wherein R^b and R^c do not form a 6-membered aryl when t is 1 and q is 1;

further provided the basic substituent is not attached to the bicyclic ring via an oxygen atom; provided R² is not 1-methylimidazol-4-yl;-

2. (Original) The compound of Claim 1 wherein R is a partially unsaturated carbocyclic ring.

3. (Original) The compound of Claim 2 wherein R is 1,2,3,4-tetrahydronaphthyl.

4. (Original) The compound of Claim 2 wherein R is indanyl.

5. (Original) The compound of Claim 2 wherein R is selected from 1,2,3,4-tetrahydronaphth-1-yl, 1,2,3,4-tetrahydronaphth-2-yl, indan-1-yl and indan-2-yl.

6. (Original) The compound of Claim 1 wherein R is partially unsaturated heterocyclyl.

7. (Original) The compound of Claim 6 wherein R is chroman.

8. (Original) The compound of Claim 6 wherein R is 2,2-dioxo-3,4-dihydro-1H-2,1-benzothiazinyl.

9. (Original) The compound of Claim 1 wherein R is chroman-4-yl, 5,6,7,8-tetrahydroquinazolin-5-yl, 5,6,7,8-tetrahydro-[1,6]naphthyridin-4-yl or 2,2-dioxo-3,4-dihydro-1H-2,1-benzothiazin-4-yl.

10. (Currently Amended) The compound of Claim 1 wherein

q is 1 or 2;

t is 0 or 1;

wherein each R² is selected from phenyl-CH=CH-, tetrahydronaphthyl, naphtho[2.3-d]dioxolyl,

benzofuranyl, benzoxadiazolyl, benzothiadiazolyl, benzothiazolyl, 1H-pyrazolyl, thienyl,

isoxazolthienyl, benzothienyl, thieno[3,2-c]pyridinyl, naphthyl, phenyl, pyridinyl,

tetrahydroisoquinoliny, quinoliny and isoquinoliny; wherein R² is optionally substituted

with one to five groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-

C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino,

-C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, and

(C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally

substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN,

-CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-

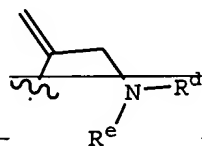
C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸,

-COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

wherein R^a is selected from H and C₁₋₂-alkyl;

wherein R^b and R^c are H;

~~wherein the basic substituent on R is selected from cycloalkylamino(C₁-C₆)alkyl, cycloalkyl(C₁-~~



~~C₆)alkylamino(C₁-C₆)alkyl, heteroarylamino(C₁-C₆)alkyl, heteroaryl(C₁-~~

~~C₆)alkylamino(C₁-C₆)alkyl, arylamino(C₁-C₆)alkyl, alkoxyalkylaminoalkyl,~~

~~hydroxyalkylaminoalkyl, alkenylalkylaminoalkyl, aminocarbonylalkylamino-alkyl,~~

~~carboxyalkylaminoalkyl, aryl(C₁-C₆)alkylamino(C₁-C₆)alkyl, C₁₋₆-alkylamino-C₁₋₆-alkoxy,~~

~~haloalkylaminoalkyl, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, 5-8 membered~~

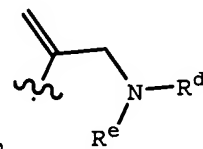
~~nitrogen-containing heterocyclyl, 5-7 membered nitrogen-containing heterocyclyl-alkylaminoalkyl and 5-7 membered heterocyclyl-alkyl; and wherein each of said basic substituents is optionally substituted with one to three groups independently selected from halo, NH₂, OH, CN, CF₃, (C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, C(O)R⁸, COOR⁸, C(O)NR⁸R^{8'}, NR⁸C(O)R^{8'}, and (C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, NH₂, OH, CN, CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, C(O)R⁸, COOR⁸, C(O)NR⁸R^{8'}, and NR⁸C(O)R^{8'}; and~~

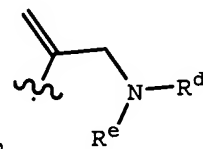
wherein R^d is selected from alkyl, cycloalkyl, cycloalkylalkyl, hydroxyalkyl, alkoxyalkyl, and H;
and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a heterocyclic ring;

and pharmaceutically acceptable derivatives thereof.

11. (Currently Amended) The compound of Claim 1 wherein R² is selected from phenyl-CH=CH-, tetrahydronaphthyl, naphtho[2.3-d]dioxol-6-yl, 1-benzofur-2-yl, 2,1,3-benzoxadiazol-4-yl, 2,1,3-benzothiadiazol-4-yl, 1,3-benzothiazol-2-yl, 1H-pyrazol-4-yl, thien-2-yl, 5-isoxazolthien-2-yl, benzothien-2-yl, benzothien-3-yl, thieno[3,2-c]pyridin-2-yl, naphthyl, phenyl, 3-pyridyl, tetrahydroisoquinolyl, quinol-8-yl and isoquinolyl; wherein each R² is said optionally substituted;
wherein R^a is H; and



wherein the basic ~~substituent~~ moiety on R is selected from -NH₂, , C₃₋₆-cycloalkyl(C₁-C₂)alkylamino(C₁-C₂)alkyl, C₃₋₆-cycloalkylamino(C₁-C₂)alkyl, (C₁-C₂)alkoxy(C₁-C₂)alkylamino(C₁-C₂)alkyl, mono-C₂₋₄-alkenylamino-C₁₋₄-alkyl, di-C₂₋₄-alkenylamino-C₁₋₄-alkyl, hydroxy-C₁₋₄-alkylamino-C₁₋₄-alkyl, aminocarbonyl-C₁₋₄-alkylamino-C₁₋₂-alkyl, mono-C₁₋₆-alkylamino-C₁₋₄-alkyl, di-C₁₋₄-alkylamino-C₁₋₄-alkyl and 5-8 membered heterocyclyl-C₁₋₄-alkyl; wherein each is optionally substituted with one to three groups independently selected from halo,

-NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, and (C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

wherein R^d is selected from C₁₋₅-alkyl, C₃₋₆-cycloalkyl, C₃₋₆-cycloalkyl-C₁₋₄-alkyl, C₁₋₄-hydroxyalkyl, C₁₋₃-alkoxy-C₁₋₃-alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring; and pharmaceutically acceptable derivatives thereof.

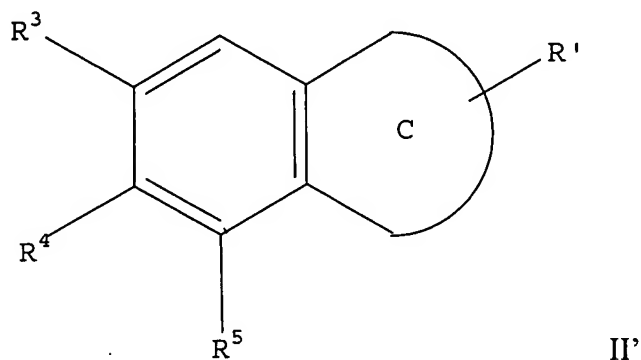
12. (Original) The compound of Claim 1 wherein R^a is H.

13. (Original) The compound of Claim 1 wherein the basic substituent on R is selected from -NH₂, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylaminomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-

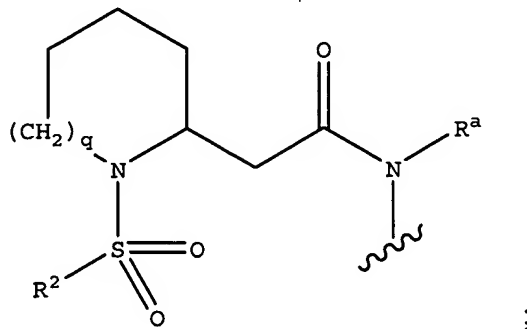
yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl.

14. (Original) The compound of Claim 1 wherein R^b and R^c are joined to form a phenyl ring; and wherein q is 2.

15. (Currently Amended) A compound of Formula II'



wherein the C ring is a 4- to 7- membered saturated carbocyclic or heterocyclic moiety;
wherein R' is selected from



wherein q is 0-3;

wherein R^2 is selected from arylalkenyl, aryl, and heterocyclyl selected from thienyl, imidazolyl and benzofused heteroaryl, wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1-C_6) alkylamino, oxo, (C_1-C_6) alkoxy, haloalkoxy, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $di(C_1-C_6)$ alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^8$, and

(C_1-C_6) alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1-C_6) alkylamino, halo (C_1-C_6) alkyl, oxo, (C_1-C_6) alkoxy, (C_1-C_6) alkoxy (C_1-C_6) alkyl, (C_1-C_6) alkyl, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $di(C_1-C_6)$ alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^8$;

wherein R^a is independently selected from H and C_{1-4} -alkyl, or

aryl optionally substituted with one to three groups selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1-C_6) alkylamino, halo (C_1-C_6) alkyl, oxo, (C_1-C_6) alkoxy, (C_1-C_6) alkoxy (C_1-C_6) alkyl, (C_1-C_6) alkyl, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $di(C_1-C_6)$ alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^8$;

wherein R^3 , R^4 and R^5 are the same or different and represent H, halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$,

(C_1-C_6) alkylamino, oxo, (C_1-C_6) alkoxy, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $di(C_1-C_6)$ alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^8$, a basic moiety, or

(C_1-C_2) alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1-C_6) alkylamino, halo (C_1-C_6) alkyl, oxo, (C_1-C_6) alkoxy, (C_1-C_6) alkoxy (C_1-C_6) alkyl, (C_1-C_6) alkyl, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $di(C_1-C_6)$ alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^8$; and

wherein R^8 and $R^{8'}$ independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

provided at least one of R^3 , R^4 and R^5 is a basic moiety selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylaminomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-

isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

16. (Original) The compound of Claim 15 wherein R³ and R⁵ are H; and wherein R⁴ is selected from -NH₂, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylaminomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-

(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-azabicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl; and pharmaceutically acceptable derivatives thereof.

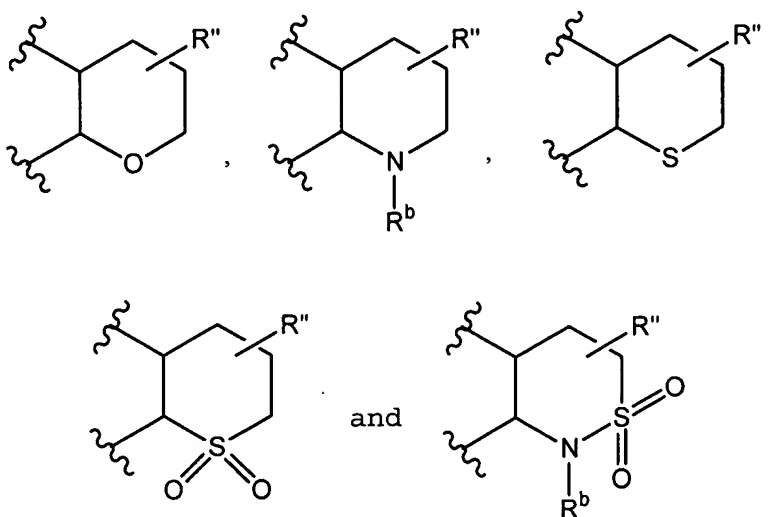
17. (Original) The compound of Claim 15 wherein R⁴ and R⁵ are H; and wherein R³ is selected from -NH₂, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylaminomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-

fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;
and pharmaceutically acceptable derivatives thereof.

18. (Original) The compound of Claim 15 wherein R³ and R⁴ are H; and wherein R⁵ is selected from -NH₂, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylaminomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-

bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl.

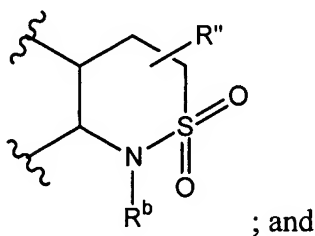
19. (Original) The compound of Claim 15 wherein the C ring is selected from



wherein R^b is independently selected from R' , H and C_{1-2} -alkyl; and

wherein R'' is R' when R^b is hydrogen or C_{1-2} alkyl, or R'' is hydrogen when R^b is R' .

20. (Original) The compound of Claim 19 wherein the C ring is



wherein R^b is R' .

21. (Original) The compound of Claim 15 wherein R^2 is selected from phenyl-CH=CH-, tetrahydronaphthyl, naphtho[2.3-d]dioxol-6-yl, 1-benzofuran-2-yl, 2,1,3-benzoxadiazol-4-yl, 2,1,3-benzothiadiazol-4-yl, 1,3-benzothiazol-2-yl, 1H-pyrazol-4-yl, thien-2-yl, 5-isoxazolthien-

2-yl, benzothien-2-yl, benzothien-3-yl, thieno[3,2-c]pyridin-2-yl, naphthyl, phenyl, 3-pyridyl, tetrahydroisoquinoliny, quinoliny and isoquinoliny;

wherein each R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1-C_6) alkylamino, oxo, (C_1-C_6) alkoxy, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $di(C_1-C_6)$ alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and (C_1-C_6) alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1-C_6) alkylamino, halo (C_1-C_6) alkyl, oxo, (C_1-C_6) alkoxy, (C_1-C_6) alkoxy (C_1-C_6) alkyl, (C_1-C_6) alkyl, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $di(C_1-C_6)$ alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, or $-NR^8C(O)R^{8'}$.

22. (Original) The compound of Claim 15 wherein R^2 is selected from 2-naphthyl, 1-naphthyl, phenyl, 3-chlorophenyl, 4-chlorophenyl, 3,5-dichlorophenyl, 3,4-dichlorophenyl, 2,4,6-trichlorophenyl, 3-fluorophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3-biphenyl, 4'-chlorophenyl-3-phenyl, 3-methylphenyl, 3-trifluoromethylphenyl, 2-chlorobenzothien-3-yl, and 3-pyridyl; wherein R^2 is optionally substituted with one or more groups selected from halo, $-NH_2$, $-OH$, $-CO_2H$, (C_1-C_2) alkylamino, (C_1-C_2) alkoxy, (C_1-C_2) alkoxy- (C_1-C_2) alkyl, (C_1-C_2) alkyl, halo (C_1-C_2) alkyl, $di(C_1-C_2)$ alkylamino, and phenyl.

23. (Original) The compound of Claim 15 wherein R^a is H.

24. (Original) The compound of Claim 15 wherein R^2 is 2-naphthyl.

25. (Original) The compound of Claim 15 wherein R^2 is 3,4-dichlorophenyl.

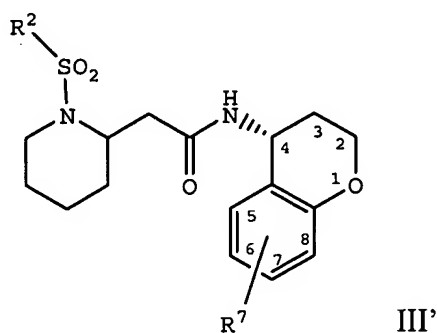
26. (Original) The compound of Claim 15 wherein R^2 is 3-trifluoromethylphenyl.

27. (Original) The compound of Claim 1 and/or pharmaceutically acceptable derivatives thereof selected from

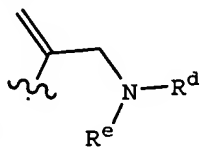
N-(7-Piperidin-1-ylmethyl-chroman-4-(R)-yl)-2-[1-(3-trifluoromethyl-benzenesulfonyl)-piperidin-2-yl]-acetamide;

2-[1-(Naphthalene-2-sulfonyl)-piperidin-2-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide; and
 2-[1-(Naphthalene-2-sulfonyl)-pyrrolidin-2-(L)-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide.

28. (Original) A compound of Formula III'



wherein R^2 is selected from naphthyl, phenyl, pyridinyl, benzothienyl, quinolinyl and isoquinolinyl, and wherein each is optionally substituted with one to three substituents selected from chloro, fluoro, methoxy, methyl, trifluoromethyl, and phenyl; and



wherein R^7 is selected from C_{3-6} -cycloalkyl(C_1 - C_2)alkylamino(C_1 - C_2)alkyl, C_{3-6} -cycloalkylamino(C_1 - C_2)alkyl, (C_1 - C_2)alkoxy(C_1 - C_2)alkylamino(C_1 - C_2)alkyl, mono- C_{2-4} -alkenylamino- C_{1-4} -alkyl, di- C_{2-4} -alkenylamino- C_{1-4} -alkyl, hydroxy- C_{1-4} -alkylamino- C_{1-4} -alkyl, aminocarbonyl- C_{1-4} -alkylamino- C_{1-2} -alkyl, mono- C_{1-6} -alkylamino- C_{1-4} -alkyl, di- C_{1-4} -alkylamino- C_{1-4} -alkyl and 5-8 membered heterocyclyl- C_{1-4} -alkyl; wherein the 5-8 membered heterocyclyl- $(CH_2)_p$ - optionally substituted with one to three groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1 - C_6)alkylamino, oxo, (C_1 - C_6)alkoxy, (C_2 - C_6)alkenyl, (C_2 - C_6)alkynyl, di(C_1 - C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^8$, $-NR^8C(O)R^8$, $=NCN$;

wherein R^d is selected from C_{1-5} -alkyl, C_{3-6} -cycloalkyl, C_{3-6} -cycloalkyl- C_{1-4} -alkyl, C_{1-4} -hydroxyalkyl, C_{1-3} -alkoxy- C_{1-3} -alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;

wherein R⁷ is at position 6, 7 or 8; and

wherein R⁸ and R^{8'} independently are selected from H, and

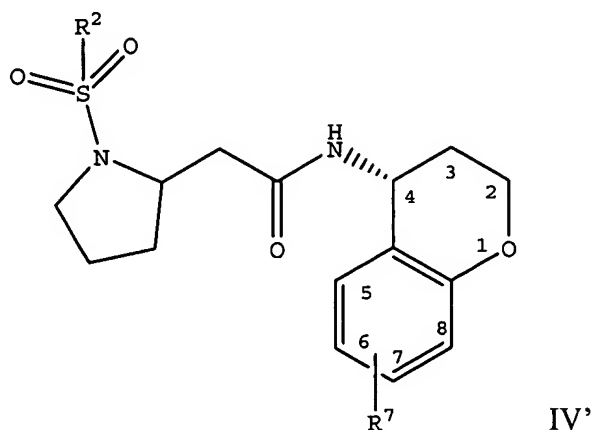
lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl; and pharmaceutically acceptable derivatives thereof.

29. (Original) The compound of Claim 28 wherein R⁷ is selected from aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylaminomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonyl ethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl; and pharmaceutically acceptable derivatives thereof.

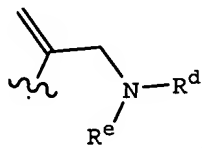
30. (Original) The compound of Claim 28 wherein R⁷ is at position 7.

31. (Original) The compound of Claim 28 wherein R² is 2-naphthyl, 3,4-dichlorophenyl or 3-trifluoromethylphenyl.

32. (Original) A compound of Formula IV'



wherein R² is selected from naphthyl, phenyl, pyridinyl, benzothienyl, quinolinyl and isoquinolinyl, and wherein each is optionally substituted with one to three substituents selected from chloro, fluoro, methoxy, methyl, trifluoromethyl, and phenyl; and



wherein R⁷ is selected from , C₃₋₆-cycloalkyl(C₁-C₂)alkylamino(C₁-C₂)alkyl, C₃₋₆-cycloalkylamino(C₁-C₂)alkyl, (C₁-C₂)alkoxy(C₁-C₂)alkylamino(C₁-C₂)alkyl, mono-C₂₋₄-alkenylamino-C₁₋₄-alkyl, di-C₂₋₄-alkenylamino-C₁₋₄-alkyl, hydroxy-C₁₋₄-alkylamino-C₁₋₄-alkyl, aminocarbonyl-C₁₋₄-alkylamino-C₁₋₂-alkyl, mono-C₁₋₆-alkylamino-C₁₋₄-alkyl, di-C₁₋₄-alkylamino-C₁₋₄-alkyl and 5-8 membered heterocyclyl-C₁₋₄-alkyl; wherein the 5-8 membered heterocyclyl-(CH₂)_p- optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, =NCN;

wherein R^d is selected from C₁₋₅-alkyl, C₃₋₆-cycloalkyl, C₃₋₆-cycloalkyl-C₁₋₄-alkyl, C₁₋₄-hydroxyalkyl, C₁₋₃-alkoxy-C₁₋₃-alkyl and H; and

wherein R^c is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;
 wherein R⁷ is at position 6, 7 or 8; and
 wherein R⁸ and R^{8'} independently are selected from H, and
 lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;
 and pharmaceutically acceptable derivatives thereof.

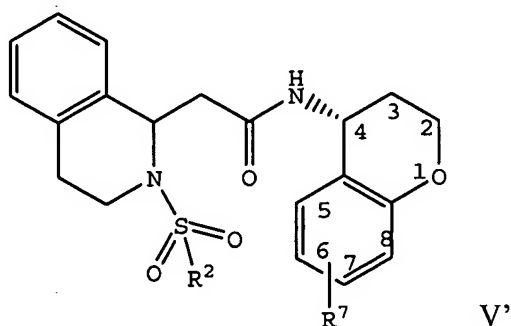
33. (Original) The compound of Claim 32 wherein R⁷ is selected from aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylaminomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

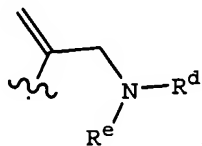
34. (Original) The compound of Claim 32 wherein R is at position 7.

35. (Original) The compound of Claim 32 wherein R² is 2-naphthyl, 3,4-dichlorophenyl or 3-trifluoromethylphenyl.

36. (Original) A compound of Formula V'



wherein R² is selected from naphthyl, phenyl, pyridinyl, benzothienyl, quinolinyl and isoquinolinyl, and wherein each is optionally substituted with one to three substituents selected from chloro, fluoro, methoxy, methyl, trifluoromethyl, and phenyl; and



wherein R⁷ is selected from , C₃₋₆-cycloalkyl(C₁-C₂)alkylamino(C₁-C₂)alkyl, C₃₋₆-cycloalkylamino(C₁-C₂)alkyl, (C₁-C₂)alkoxy(C₁-C₂)alkylamino(C₁-C₂)alkyl, mono-C₂₋₄-alkenylamino-C₁₋₄-alkyl, di-C₂₋₄-alkenylamino-C₁₋₄-alkyl, hydroxy-C₁₋₄-alkylamino-C₁₋₄-alkyl, aminocarbonyl-C₁₋₄-alkylamino-C₁₋₂-alkyl, mono-C₁₋₆-alkylamino-C₁₋₄-alkyl, di-C₁₋₄-alkylamino-C₁₋₄-alkyl and 5-8 membered heterocyclyl-C₁₋₄-alkyl; wherein the 5-8 membered heterocyclyl-(CH₂)_p- optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, =NCN;

wherein R^d is selected from C₁₋₅-alkyl, C₃₋₆-cycloalkyl, C₃₋₆-cycloalkyl-C₁₋₄-alkyl, C₁₋₄-hydroxyalkyl, C₁₋₃-alkoxy-C₁₋₃-alkyl and H; and

wherein R^c is H; or where R^d and R^c together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;
 wherein R⁷ is at position 6, 7 or 8; and
 wherein R⁸ and R^{8'} independently are selected from H, and
 lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;
 and pharmaceutically acceptable derivatives thereof.

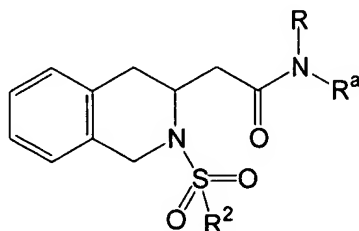
37. (Original) The compound of Claim 36 wherein R⁷ is selected from aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylaminomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

38. (Original) The compound of Claim 36 wherein R is at position 7.

39. (Original) The compound of Claim 36 wherein R² is 2-naphthyl, 3,4-dichlorophenyl or 3-trifluoromethylphenyl.

40. (Currently Amended) A compound of Formula VI'



VI'

wherein R is a 9-11 membered fused bicyclic carbocyclic or heterocyclic ring substituted with one to three basic moieties, and optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, and

(C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

wherein R⁸ and R^{8'} independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

wherein R² is selected from arylalkenyl, aryl, and heterocyclyl, wherein R² is optionally substituted with one to five groups independently selected from halo, -NH₂, -OH, -CN, -CF₃,

(C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, and (C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'}; and

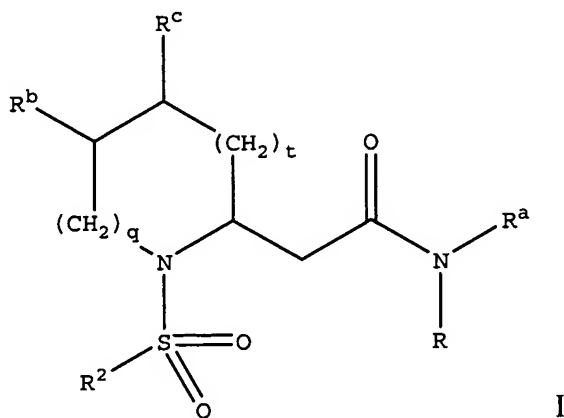
wherein R^a is independently selected from H and C₁₋₄-alkyl, and aryl optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'}; and

wherein the one to three basic moieties on R are independently selected from cycloalkylamino C₁₋₆-alkyl, cycloalkyl(C₁-C₆)alkylamino C₁₋₆-alkyl, heteroarylamino C₁₋₆-alkyl, heteroaryl(C₁-C₆)alkylamino C₁₋₆-alkyl, arylamino C₁₋₆-alkyl, aryl(C₁-C₆)alkylamino C₁₋₆-alkyl, C₁₋₆-alkylamino-C₁₋₆-alkoxy, C₁₋₆-alkylamino-C₁₋₆-alkoxy-C₁₋₆-alkoxy, amino C₁₋₆-alkoxy, amino C₁₋₆-alkyl, alkylamino C₁₋₆-alkyl; or 5-6 membered heterocycloxy, 5-6 membered nitrogen-containing heterocyclyl or 5-7 membered nitrogen-containing heterocyclyl- C₁₋₆-alkyl, each of which is optionally substituted with one to three groups selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxyalkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, =NCN; or (C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'}.

41. (Original) The compound of Claim 40 wherein R is selected from 1,2,3,4-tetrahydronaphth-1-yl, 1,2,3,4-tetrahydronaphth-2-yl, indan-1-yl and indan-2-yl, chroman-4-yl, and 2,2-dioxo-3,4-dihydro-1H-2, 1-benzothiazin-4-yl.

42. (Original) The compound of Claim 40 R^a is selected from H and (C₁-C₂)alkyl.

43. (Currently Amended) A compound of Formula I



wherein q is 0-3;

wherein t is 0-2, provided that when t is 2, q is not 3;

wherein R is a 9-11 membered fused bicyclic carbocyclic or heterocyclic ring substituted with one to three basic moieties, and optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, oxo, (C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, and

(C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

wherein R⁸ and R^{8'} independently are selected from H, and

6-alkyl, C₁₋₆-alkylamino-C₁₋₆-alkoxy, C₁₋₆-alkylamino-C₁₋₆-alkoxy-C₁₋₆-alkoxy, amino C₁₋₆-alkoxy, amino C₁₋₆-alkyl, alkylamino C₁₋₆-alkyl; or

5-6 membered heterocycloxy, 5-6 membered nitrogen-containing heterocyclyl or 5-7

membered nitrogen-containing heterocyclyl- C₁₋₆-alkyl, each of which is optionally substituted with one to three groups selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxyalkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, -NR⁸C(O)R^{8'}, =NCN; or

(C₁-C₆)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH₂, -OH, -CN, -CF₃, (C₁-C₆)alkylamino, halo(C₁-C₆)alkyl, oxo, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, di(C₁-C₆)alkylamino, -C(O)R⁸, -COOR⁸, -C(O)NR⁸R^{8'}, and -NR⁸C(O)R^{8'};

and pharmaceutically acceptable derivatives thereof;

provided the basic moiety is not 2-oxo-piperaziny-4-ylmethyl.

44. (Original) The compound of Claim 1 and/or pharmaceutically acceptable derivatives thereof selected from

N-(7-Piperidin-1-ylmethyl-chroman-4-(R)-yl)-2-[1-(3-trifluoromethyl-benzenesulfonyl)-piperidin-2-yl]-acetamide;

2-[1-(Naphthalene-2-sulfonyl)-piperidin-2-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide;

2-[1-(Naphthalene-2-sulfonyl)-pyrrolidin-2-(L)-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide;

N-((1R)-6-(1-piperidinylmethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-methylphenyl)sulfonyl)-2-piperidinyl)acetamide;

2-((2S)-1-((3-chloro-4-methylphenyl)sulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

2-((2S)-1-((2,4,6-trimethylphenyl)sulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

N-((1R)-6-(1-piperidinylmethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((2,4,6-trimethylphenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

2-((2S)-1-((3,4-dichlorophenyl)sulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

N-((1R)-6-(1-piperidinylmethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((cyclobutylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-methyl-N-((4R)-7-(1-piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-(1,1-dimethylethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-(1,1-dimethylethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((diethylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((isobutylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-methyl-3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((cyclopropylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((2-methylbutyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((2-(methyloxy)ethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((cyclopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((isopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;
 N-((1R)-6-((4-fluoro-1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;
 N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;
 N-((1R)-6-((4-fluoro-1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;
 N-((1R)-6-(((cyclopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;
 N-((1R)-6-(((isopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;
 N-((1R)-6-(((isobutylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;
 N-((1R)-6-(((diethylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;
 N-((1R)-6-((4-fluoro-1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R)-1-((4-methylphenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;
 2-((2R/S)-1-((4-methylphenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)-N-((1R)-6-(((2-methylpropyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;
 N-((1R)-6-(((2,2-dimethylpropyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;
 2-((2S)-1-(1-benzothien-3-ylsulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;
 2-((2S)-1-(1-benzothien-3-ylsulfonyl)-2-piperidinyl)-N-((1R)-6-(((2,2-dimethylpropyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;
 1-(((5R)-5-(((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetyl)amino)-5,6,7,8-tetrahydro-2-naphthalenyl)methyl)-3-piperidinecarboxamide;
 N-((4R)-7-(4-morpholinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;
 N-((4R)-7-(7-azabicyclo[2.2.1]hept-7-ylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1R)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinoliny)acetamide;
 N-((4R)-7-((4-Fluoro-1-piperidinyl)methyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-pyrrolidinyl)acetamide;
 N-((4R)-7-((4,4-Difluoro-1-piperidinyl)methyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-pyrrolidinyl)acetamide;
 2-((2S)-1-(2-Naphthalenylsulfonyl)-2-piperidinyl)-N-((4R)-7-(1-piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)acetamide;
 N-((4R)-6-chloro-7-(1-piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-pyrrolidinyl)acetamide;
 N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((3R)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-3-isoquinoliny)acetamide;
 N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinoliny)acetamide;
 N-((4R)-7-(4-Morpholinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinoliny)acetamide;
 N-((4R)-7-(7-Azabicyclo[2.2.1]hept-7-ylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinoliny)acetamide;
 N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;
 N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2R)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;
 N-((1R)-6-((1S)-1-methyl-2-(1-piperidinyl)ethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide; and
 N-((1R)-6-(1-(1-piperidinylmethyl)ethenyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide.

45. (Original) A pharmaceutically acceptable salt of a compound of Claim 1.

46. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

4647. (Currently Amended) A method of treating pain comprising administering an effective amount a compound of Claim 1.

48-51. (Canceled).

52. A pharmaceutical formulation comprising a compound according to Claim 1, a pharmaceutically acceptable carrier and, optionally, one or more other pharmacologically active ingredients.

53-56. (Canceled).